UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

es)		1											
1. Name and Address of Reporting Person* Greenstein Scott Andrew			2. Issuer Name and Ticker or Trading Symbol SIRIUS XM HOLDINGS INC. [(SIRI)]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner				
(Last) (First) (Middle) 1290 AVENUE OF THE AMERICAS			3. Date of Earliest Transaction (Month/Day/Year) 08/31/2018						X Officer (give title below) Other (specify below) Pres. & Chief Content Officer				
(Street) NEW YORK, NY 10104			4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City) (State) (Zip)			Table I - Non-Derivative Securities Acqu						lired, Disposed of, or Beneficially Owned				
(Instr. 3) Date		Execution Date, if any	Code (Instr. 8)				of (D)	D) Beneficially Owned Followin Reported Transaction(s)		ollowing	Form:	7. Nature of Indirect Beneficial	
		(Month/Day/ Y	(ear)	Code	V	Amour	(A) or (D)	Price	(mstr. 3 a	or It		or Indirect	Ownership (Instr. 4)
	08/31/2018			A		771 ⁽¹	<u>)</u> A	\$ 0	753,931			D	
									73,696			I	By 401(k) Plan
separate line to	Table II - 1	Derivative Secu	uritio	es Acquir	Pers cont the f	ons whained in orm dis	no respor n this for splays a c	m are curre eficial	not requesting ntly valid	uired to res	spond unle	ess	1474 (9-02)
3. Transaction		4.							itle and	8. Price of	9. Number	of 10.	11. Natu
(Month/Day/	Year) any	Code	(I I C ((((((((((((((((Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,	and Expiration Date (Month/Day/Year)		Und Secu	erlying urities	Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4)	Form of Derivation Security Direct or India.	Benefici Ownersh (y: (Instr. 4)	
			4	4, and 5)									
1	Andrew (First) (First) (First) (First) (Street) (Street) (State) a separate line for the property of t	Andrew (First) (Middle) (FTHE AMERICAS (Street) 10104 (State) (Zip) 2. Transaction Date (Month/Day/Year) 08/31/2018 Table II - I (3. Transaction Date (Month/Day/Year) 3A. Deemed Execution Date (Month/Day/Year)	Andrew (First) (Middle) (Street) (Street) (Street) (State) (State) (State) (State) (State) (Zip) (Month/Day/Year) (Month/Day/Year) (A. If Amendment Execution Date (Execution Date (Month/Day/Year)) (Month/Day/Year) (Month/Day/Year)	Andrew (First) (Middle) (Street) (Street) (Street) (Street) (State) (State) (Zip) (Month/Day/Year) (Month/Day/Year) (Andrew (SIRIUS XM Here) 3. Date of Earliest 08/31/2018 4. If Amendment, 19 2A. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities beneficially own of the company of t	Andrew SIRIUS XM HOLDING (First) (Middle) 3. 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Till and (Month/Day/Year) A 73,696 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Contained in this form are not required to result for more displays a currently valid OMB contained in this form are not required to result for more displays a currently valid OMB contained in this form are not required to result for more displays a currently valid OMB contained in this form are not required to result for more displays a currently valid OMB contained in this form are not required to result for more displays a currently valid OMB contained in this form are not required to result for more displays a currently valid OMB contained in this form are not required to result for more displays a currently valid OMB contained in this form are not required to result for more displays a currently valid OMB contained in this form are not required to result for more displays a currently valid OMB contained in this form are not required to result for more displays a currently valid OMB contained in this form are not required to result for more displays a currently valid OMB contained in this form are not required to result for more displays a currently valid OMB contained in this form are not required	Andrew SIRIUS XM HOLDINGS INC. 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SIRIUS XM HOLDINGS INC. [(SIRI)] Director 10% Owner 10% Ow

Reporting Owners

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Greenstein Scott Andrew 1290 AVENUE OF THE AMERICAS NEW YORK, NY 10104			Pres. & Chief Content Officer				

Signatures

/s/Patrick L. Donnelly, attorney in fact	09/04/2018		
**Signature of Reporting Person	Date		

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

On August 31, 2018, Sirius XM Holdings Inc. ("Sirius XM") paid a cash dividend of \$0.011 per share on each share of its outstanding common stock. The dividend was payable to all holders of Sirius XM's common stock on the record date, August 10, 2018. Pursuant to the terms of the agreement governing the outstanding restricted stock units held by the filer, the filer received certain additional restricted stock units as a result of this cash dividend. These additional units are subject to the same conditions regarding vesting and settlement as the underlying restricted stock units to which they relate.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.